

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., <u>et al.</u> , <sup>1</sup>	)	Case No. 01-01139 (JKF)
	)	Jointly Administered
Debtors.	)	
		Objection Deadline: January 13, 2003

**UNEXPIRED LEASE REJECTION NOTICE**

THIS NOTICE IS PROVIDED TO YOU PURSUANT TO THAT CERTAIN ORDER OF THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE (THE "BANKRUPTCY COURT") PURSUANT TO SECTIONS 365 AND 554 OF THE BANKRUPTCY CODE (I) AUTHORIZING AND APPROVING A PROCEDURE FOR THE REJECTION OF CERTAIN UNEXPIRED LEASES OF NON-RESIDENTIAL REAL PROPERTY AND (II) AUTHORIZING THE DEBTORS TO REJECT CERTAIN UNEXPIRED LEASES OF NON-RESIDENTIAL REAL PROPERTY AND EXECUTORY CONTRACTS (THE "COURT ORDER") ENTERED ON APRIL 2, 2001. YOU MUST ADHERE TO THE TERMS OF THIS NOTICE IN ORDER TO PROTECT YOUR RIGHTS. PLEASE READ THE FOLLOWING PROCEDURES CAREFULLY.

The unexpired lease (the "Unexpired Lease") set forth on Schedule A is being rejected pursuant to the procedures approved by the Court Order.

If you oppose the rejection of the Unexpired Lease, you must follow the procedures delineated below. Please note that objections, oppositions or comments to the

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

procedures set forth herein shall not be deemed an objection to the rejection of the Unexpired Lease and will, therefore, not be considered.

Opposition Procedures:

- If you oppose the rejection of the Unexpired Lease, you **MUST** file and serve a written objection so that such objection is filed with the Bankruptcy Court and is actually received by the parties (the "Notice Parties") listed on Schedule B, a copy of which is attached hereto, no later than ten (10) days after the date the Debtors serve this Notice (the "Objection Deadline").
- If a timely objection is properly filed and served, the Bankruptcy Court will schedule a hearing to consider the objection only with respect to the rejection of the Unexpired Lease. If such objection is overruled or withdrawn, the rejection of such Unexpired Lease shall be deemed to have occurred on the date this Notice was filed with the Bankruptcy Court.
- Absent a timely filed and served objection, the Unexpired Lease will be deemed rejected effective as of the date this Notice was filed with the Bankruptcy Court without further notice, hearing or order of the Bankruptcy Court.

All affected parties to the rejected Unexpired Lease must file a rejection damages claim, if any, by the later of: (i) thirty (30) days after the rejection date, or (ii) the claims bar date. The Bankruptcy Court has set March 31, 2003 as the bar date for filing claims against the Debtors' bankruptcy estates.

Any monies deposited as a security deposit or other arrangement may not be setoff or otherwise used without the prior authority of the Court or the written agreement of the Debtors.

Any questions or comments regarding the foregoing procedures may be forwarded to Christian J. Lane, Esq. of Kirkland & Ellis at (312) 861-2000.

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This Notice has been filed with the Bankruptcy Court and served upon the parties (the "Service Parties") listed on Schedule C, a copy of which is attached hereto.

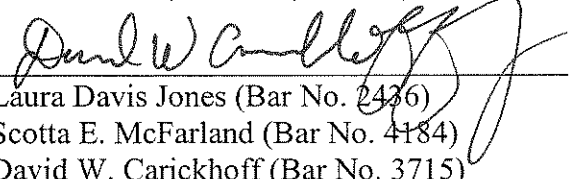
Dated: January 2, 2002

Respectfully submitted,

KIRKLAND & ELLIS  
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and

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.

  
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Co-Counsel for the Debtors and Debtors in Possession